SEC 1972 Potential persons who are to respond to the collection of information contained (5-05) in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

2 \$ 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL		
OMB Number:	3235-0076	
Expires: April 30, 2008		
Estimated average burden hours per response 16.00		
SEC USE ONLY		
Prefix	Serial	
DATE RECEIVED		

Name of Offering ([] check if this is Ventana LLC Membership Interes		nd name has cha	anged, and indica	ate change.)	
Filing Under (Check box(es) that apply):	[] <u>Rule 504</u>	[] <u>Rule 505</u>	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [] New Filing [X]] Amendment				
	A. BASIC ID	ENTIFICATION	DATA	05075121	
Enter the information requested a	about the issuer	است با با کا کانی _{دا} در ب اید به دیگر چواه کانی کانی کانی کانی کانی کانی در بر بر پر پر پر پر پر پر پر پر پر پ	international and the graph of the control of the c	00010121	'
Name of Issuer ([] check if this is Ventana LLC	an amendment an	d name has cha	nged, and indica	te change.)	reconstant control of the Control of
Address of Executive Offices (Nui 3100 Tower Boulevard, 808 Unive		•			Area Code) 490-6717
Address of Principal Business Oper Area Code)	rations (Number a	ind Street, City,	State, Zip Code)	Telephone Number	(Including
(if different from Executive Offices)			PROC	CESSED	
Brief Description of Business			JAN	0 5 2005	

Bh

Type of Business Organiz [] corporation] limited partnership, already formed		[X] other (please specify): limited liability company,		
[] business trust	[] limited partnership, to	be formed			•	
		Month			arangan mananan ang kananan ang kananan ang kananan	
Actual or Estimated Date	of Incorporation or Organization	: [07]	[2005]	[X] Actual	[] Estimated	
Jurisdiction of Incorporati	ion or Organization: (Enter two-le CN for Canada; F				te:	
GENERAL INSTRUCTIO	NS					

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [X	General and/o Managing Partner
Full Name (Last name first, if individual) Brian R. Kurtzer	
Business or Residence Address (Number and Street, City, State, Zip Code) 3100 Tower Boulevard, 808 University Tower, Durham, North Carolina 27707	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [X] General and/o Managing Partner
Full Name (Last name first, if individual) Sean J. McGill	tter 400 til 19 til 19 ti l skale mådet förede en skale atlande skale blikk
Business or Residence Address (Number and Street, City, State, Zip Code) 3100 Tower Boulevard, 808 University Tower, Durham, North Carolina 27707	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [X] Executive Officer [] Director [X	[] General and/o Managing Partner
Full Name (Last name first, if individual) Gordon T. Wegwart	
Business or Residence Address (Number and Street, City, State, Zip Code) 3100 Tower Boulevard, 808 University Tower, Durham, North Carolina 27707	
Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [] Director [] General and/o Managing Partner
Full Name (Last name first, if individual)	
Business or Residence Address (Number and Street, City, State, Zip Code)	

				В.	INFORM	ATION AI	BOUT OF	FERING				
1. Has	the issu	er sold, o	r does th	e issuer	intend to	sell, to no	n-accred	ted invest	ors in this	offering?	, Yes	No [X]
								ling under				
2. Wh	at is the r	ninimum	investme	nt that w	ill be acce	epted fror	n any indi	ividual?	•••••	••••		0,000.00
3. Doe	s the offe	ering perr	nit joint o	wnership	of a sing	le unit?			•••••		Yes [X]	No [
of sec dealer more t	ctly, any ourities in registere than five	commission the offerion and with the	on or siming. If a po e SEC ar ns to be l	ilar remu erson to l nd/or with listed are	nerátion to be listed in a state d associati	for solicita s an asso or states,	ation of pu ociated pe list the na	vill be paid urchasers erson or ag ame of the a a broker	in connec gent of a t broker or	tion with s proker or dealer. If	sales	
	ame (Las pplicable	t name fi	rst, if indi	vidual)								
Busine	ess or Re	sidence	Address	(Number	and Stree	et, City, S	tate, Zip (Code)				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
Name	of Assoc	iated Bro	ker or De	ealer	ang a samuran da	ACCOUNTS OF THE PARTY OF THE PA			adika dan baganan a majaya carifer bilika			
States	in Which	Person	Listed Ha	as Solicit	ed or Inte	nds to So	licit Purch	nasers		. , ,		
(Chec	k "All S	states" of	r check i	individu	al States)]] All Sta	ates
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[OM]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA] ————	[WV]	[WI]	[WY]	[PR]
Full N	ame (Las	t name fi	rst, if indi	vidual)				•				
Busine	ess or Re	sidence .	Address	(Number	and Stre	et, City, S	itate, Zip	Code)			A CONTRACTOR OF THE PROPERTY O	<u> </u>
Name	of Assoc	iated Bro	ker or De	ealer		Anna Anna Anna Anna Anna Anna Anna Anna						
States	in Which	n Person	Listed Ha	as Solicit	ed or Inte	nds to Sc	licit Purcl	nasers		m (u.u. n. nupruul		, , , , , , , , , , , , , , , , , , , ,
)					[] All States	S
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[1N]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[MM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[AW]	[WV]	[WI]	[WY]	[PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND U	SE OF PROCEED	S
1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the		
amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$	\$
Equity	\$	\$
[] Common [] Preferred		
Convertible Securities	\$	\$
Partnership Interests	\$	\$
Other (Specify). LLC Membership Interests	\$ 900,000.00	\$ 845,000.00
Total	\$ 900,000.00	\$ 845,000.00
Answer also in Appendix, Column 3, if filing under ULOE.	'	·
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under <u>Rule 504</u> , indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Ente "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	_30	\$ <u>845,000.00</u>
Non-accredited Investors		\$
Total (for filings under Rule 504 only)	_30	\$ <u>845,000.00</u>
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under <u>Rule 504</u> or <u>505</u> , enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	T (O	Dollar Amount
Type of offering	Type of Security	Sold
Rule 505		\$
Regulation A		\$
Rule 504		\$
Total		\$
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees	[]	\$
Printing and Engraving Costs		\$
Legal Fees		\$ 5000.00
Accounting Fees		\$
Administrative, Postage, Secretary Fees		\$
Sales Commissions (specify finders' fees separately)*		
* * * * * * * * * * * * * * * * * * * *		\$
Other Expenses (State Filing Fees)	{A _j	\$ <u>1875.00</u>

[X] \$ <u>6875.00</u>

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ 893,125.00

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees	\$	\$
Purchase of real estate	\$	\$
Purchase, rental or leasing and installation of machinery and equipment	\$	\$
Construction or leasing of plant buildings and facilities	\$	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$	\$
Repayment of indebtedness	\$	\$
Working capital	\$	\$ 893,125.00
Other (specify):	\$	\$
	\$	\$
Column Totals	\$	\$
Total Payments Listed (column totals added)		\$ 893,125.00

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under <u>Rule 505</u>, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of <u>Rule 502</u>.

Issuer (Print or Type)	Signature Date
Ventana LLC	December 2-2, 2005
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Gordon T. Wegwart	President

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)